

Form 204—General Information
(Articles of Association)

The attached form is a standardized form designed to meet minimal statutory filing requirements pursuant to the relevant statutory provisions. *This form and the information provided are not substitutes for the advice and services of an attorney and tax specialist.*

- **Article 1—Association name:** Provide an association name. The association name must be followed by an organizational ending; specifically, the word or words “Associated,” “Association,” “Professional Association,” or “and Associates,” or by the abbreviation “Assoc.” or “P.A.” The professional association may not adopt any name contrary to the ethics of the profession being associated. Many professions require that the name of the professional be included in the entity name. Consult the regulatory board of the profession prior to filing the articles of association. In addition, if the name chosen is the same as or deceptively similar to, or similar to the name of an existing corporation, limited partnership, or limited liability company, the document cannot be filed. The administrative rules adopted for determining entity name availability (Texas Administrative Code, Title 1, Part 4, Chapter 79, Subchapter C) may be viewed at www.sos.state.tx.us/tac/index.html. If you wish the secretary of state to provide a preliminary determination on “name availability,” you may call (512) 463-5555 or e-mail your name inquiry to corpinfo@sos.state.tx.us. **A final determination cannot be made until the document is received and processed by the secretary of state. Do not make financial expenditures or execute documents utilizing the name “pre-cleared.” Also note that the pre-clearance of a name or the issuance of a certificate of association under a name does not authorize the use of a name in violation of another person’s rights to the name.**

Association Address: The address of the association must be contained in the articles of association, even if the address is the same address designated as the registered office address.

- **Article 2—Registered Agent and Registered Office:** The registered agent can be either: (Option A) a Texas corporation or other entity, such as a limited liability company, limited partnership, partnership, or other legal entity organized under the laws of this state, or a foreign corporation or other foreign entity authorized to transact business in this state; or (Option B) an individual resident of the state. **The association cannot act as its own registered agent: do not enter the association name as the name of the registered agent.**

The registered office address must be an address that is generally open during normal business hours so that the registered agent may accept service of process. **A post office box is not sufficient as a registered office address unless the registered office is located in a town with a population of less than 5,000.**

- **Article 3—Management:** A professional association is governed and managed either by a board of directors [option A] or an executive committee [option B]. The members of the board or committee must be licensed members of the association.

- **Article 4—Duration:** The Texas Professional Association Act (hereinafter “TPAA”) does not provide specifically for an association’s perpetual existence. However, the TPAA does provide for the continuity of a professional association’s existence subject to the conditions and limitations set forth in section 8(B) of the TPAA. This form provides for the continuity of the professional association subject to these limitations and provides that no member of the professional association shall have the power to dissolve the association by the member’s independent act of any kind.

- **Article 5—Purpose:** The statement of purpose should be specific and not indicate that the association is organized for all lawful purposes under the TPAA.

Permissible Purposes: Only certain types of licensed professionals are permitted to form professional associations under the TPAA. These professionals are: doctors of medicine, doctors of osteopathy, doctors of podiatric medicine, dentists, chiropractors, optometrists and therapeutic optometrists, licensed mental health professionals, such as psychologists, licensed professional counselors, and licensed marriage and family therapists, and veterinarians.

Permitted Multi-Practice Associations: The following professionals are permitted to jointly form and own a professional association to perform professional services that fall within the scope of practice of those practitioners: (1) Persons licensed as doctors of medicine or osteopathy by the Texas State Board of Medical Examiners and persons licensed as podiatrists by the Texas State Board of Podiatric Medical Examiners; and (2) Professionals, other than physicians, engaged in related mental health fields such as psychology, clinical social work, licensed professional counseling, and licensed marriage and family therapy. The state agencies exercising regulatory control over professions to which these joint practice provisions apply continue to exercise regulatory authority over their respective licenses. Please note that the TPAA does not permit doctors of medicine and optometrists to jointly form or own a professional association.

- **Article 6—Original Members:** There must be at least one member of the association. Each member must be **an individual** licensed to practice the type of professional service for which the association is formed. The names and addresses of each original member must be set forth. The articles must state that each of the original members is licensed to practice the profession for which the association is formed. The names and addresses of the original members of the association are to be stated in Article 6 even if the information is the same information listed in Article 3 of this form.

- **Supplemental Provisions:** Additional space has been provided for additional text to an article or to provide for additional articles to contain optional provisions.

- **Effective Date:** Articles of association become effective as of the date of filing by the secretary of state. However, pursuant to Article 10.03 of the Texas Business Corporation Act, which is applicable to professional associations, the effectiveness of the articles of association may be delayed as of a date not more than ninety (90) days from the date of filing with the secretary of state. Please note that upon the filing of a document with a delayed effective date, the computer records of the secretary of state will be changed to show the filing of the document, the date of the filing, and the future date on which the document will be effective. In addition, at the time of such filing, the status of the entity will be shown as active on the records of the secretary of state.

- **Execution:** The articles of association must be signed by each individual member listed in Article 6 of the articles of association. The failure of a member to sign the articles of association or the failure to identify the signing member as one of the original members of the association will cause the document to be rejected. Prior to signing, please read the statements on this form carefully. A person commits an offense under the Texas Business Corporation Act, which is made applicable to professional associations, if the person signs a document the person knows is false in any material respect with the intent that the document be delivered to the secretary of state for filing. The offense is a Class A misdemeanor.

Payment and Delivery Instructions: Mail the completed form (3 pages), together with the filing fee of \$200 to the address shown in the heading of the form. Personal checks and MasterCard, Visa, and Discover are accepted in payment of the filing fee. Checks or money orders must be payable

through a U.S. bank or other financial institution and made payable to the secretary of state. Fees paid by credit card are subject to a statutorily authorized convenience fee of 2.1% of the total fees.

The delivery address is James Earl Rudder Office Building, 1019 Brazos, Austin, Texas, 78701. Upon filing the document, the secretary of state will return the appropriate evidence of filing and a file stamped copy of the document, if a duplicate copy was provided for such purpose, to the submitter. If you transmit your document by fax, then you must provide your credit card information with the transmission (**Form 807**).

- **FOR YOUR INFORMATION: Annual Reports:** TPAA, section 21 requires each professional association to file a statement regarding licensure and the names and addresses of all members, officers, and directors of the association in June of each year. The annual statement due date is not dependent upon the date of formation of the professional association. Although not required by the TPAA, the secretary of state sends a preprinted annual statement form to each professional association in April of each year. The statement must be completed and returned by June 30th. Please note that the statement is sent to the registered office address of the association and not to the principal office address of the association so it is very important to keep this information current with the secretary of state. The failure to file the annual statement will result in the involuntary dissolution of the association.

Timely Filings: Article 9.07 of the Texas Business Corporation Act, which is applicable to professional associations, provides for a penalty for the failure to timely file with the secretary of state: (1) a statement of change of registered office or registered agent; and (2) articles of dissolution upon winding up and liquidation of the professional association. To be timely, the appropriate filing must be made by the professional association within thirty (30) days of the action/event.

Form 204
(revised 9/03)

Return in Duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709

Filing Fee: \$200



This space reserved for office use.

Articles of Association
Pursuant to Article
1528f
Texas Professional
Association Act

Article 1 – Association Name and Address

The name of the professional association is set forth below:

The association's address is:

The name must contain the word or words "associated," "association," "professional association" or "and associates," or the abbreviation "Assoc." or "P.A." The name must not be the same as, deceptively similar to or similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for "name availability" is recommended.

Article 2 – Registered Agent and Registered Office (Select and complete either A or B and complete C)

☐ A. The initial registered agent is an organization (cannot be association named above) by the name of:

OR

☐ B. The initial registered agent is an individual resident of the state whose name is set forth below:

First Name	M.I.	Last Name	Suffix

C. The business address of the registered agent and the registered office address is:

Street Address	City	State	Zip Code
		TX	

Article 3 – Management

A. ☐ The professional association is to be managed by a board of directors. The names and addresses of the members who are to serve as initial directors are set forth below:

OR (Select either option A or option B; do not select both.)

B. ☐ The professional association is to be managed by an executive committee. The names and addresses of the members who are to serve on the executive committee are set forth below:

INDIVIDUAL 1

First Name	M.I.	Last Name	Suffix

Street Address	City	State	Zip Code

INDIVIDUAL 2

First Name	M.I.	Last Name	Suffix

Street Address	City	State	Zip Code

INDIVIDUAL 3			
Member 1: First Name	M.I.	Last Name	Suffix
Street Address	City	State	Zip Code

Article 4 – Duration
The period of duration is perpetual subject to the provisions of section 8(B) of the Texas Professional Association Act. No member of the association shall have the power to dissolve the association by the member’s independent act of any kind.

Article 5 – Purpose (See instructions for permitted purposes.)
The association is organized for the rendition of the professional services set forth below:

Article 6 –Original Members
Each of the original members is licensed to perform the type of professional service for which the association is formed or is licensed to perform a professional service that falls within the scope of practice for which the professional association is formed. The names and addresses of the original members are set forth below: (Each individual listed below must sign the articles of association.)

Member 1: First Name	M.I.	Last Name	Suffix
Street Address	City	State	Zip Code
Member 2: First Name	M.I.	Last Name	Suffix
Street Address	City	State	Zip Code
Member 3: First Name	M.I.	Last Name	Suffix
Street Address	City	State	Zip Code

Supplemental Provisions/Information
Text Area: [The attached addendum, if any, is incorporated herein by reference.]

Effective Date of Filing
<input type="checkbox"/> A. This document will become effective when the document is filed by the secretary of state.
OR
<input type="checkbox"/> B. This document will become effective at a later date, which is not more than ninety (90) days from the date of its filing by the secretary of state. The delayed effective date is

Execution		
The undersigned members, each of whom is identified in Article 6, sign these articles of association subject to the penalties imposed by law for the submission of a false or fraudulent document.		
Signature of member 1	Signature of member 2	Signature of member 3